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ClickSoftware Technologies Ltd.

**THE UNITED STATES DISTRICT COURT
FOR THE CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION**

SOL SCHARF, on behalf of himself and
those similarly situated,

Plaintiff,

v.

ISRAEL BOROVICH, MOSHE
BENBASSAT, SHAI BEILIS, NIRA
DROR, SHLOMO NASS, MENAHEM
SHALGI, GIL WEISER, FRANCISCO
PARTNERS, LP, OPTIMIZER TOPCO
S.A.R.L, OPTIMIZER MERGER
HOLDINGS LTD.

Defendants,

v.

CLICKSOFTWARE TECHNOLOGIES
LTD.

Nominal Defendant

Case No.:

CLASS ACTION

**NOTICE OF REMOVAL OF ACTION
BY DEFENDANTS PURUSANT TO
28 U.S.C. §§ 1332, 1441, AND 1446**

**TO THE CLERK OF THE UNITED STATES DISTRICT COURT FOR THE
CENTRAL DISTRICT OF CALIFORNIA:**

PLEASE TAKE NOTICE THAT ClickSoftware Technologies Ltd. (“ClickSoftware”), by its attorneys, pursuant to 28 U.S.C. §§ 1332, 1441 and 1446, hereby removes to this Court the state court action described below that is currently pending in the Superior Court of California, Orange County. In support of this notice, ClickSoftware states as follows:

1. On May 29, 2015, plaintiff Sol Scharf (“Plaintiff”) filed this shareholder derivative and putative class action in the Superior Court of California, Orange County, titled *Sol Scharf v. Israel Borovich, et al.*, Case No.: 30-2015-00790241-CU-SL-CXC (the “State Court Action”). A true and correct copy of the shareholder derivative and putative class action complaint (the “Complaint”) filed in the State Court Action, as well as the state court docket, are attached hereto as Exhibit A. No other documents have been served upon the undersigned.

2. ClickSoftware, a corporation incorporated under the laws of the State of Israel with principal executive offices located in Israel, accepted service of the Complaint on June 2, 2015. None of the other Defendants in this action have been served.

3. Individual Defendants Moshe BenBassat, Shai Beilis, Nira Dror, Menahem Shalgi, and Gil Weiser are citizens of the State of Israel and are not domiciled in the United States. Individual Defendants Israel Borovich and Shlomo Nass are citizens of both the State of Israel and the United States but neither is domiciled in the United States. Defendant Francisco Partners Management, L.P. is a limited partnership organized under the laws of Delaware with its principal place of business in San Francisco, California. The general partner of Francisco Partners Management, L.P. is Francisco Partners Management GP, LLC, a Delaware limited liability corporation, the members of which are all natural persons who are citizens of California and England. The limited partners of Francisco Partners Management, L.P.

are all natural persons who are citizens of either England or California.¹ Defendant Optimizer TopCo S.a.r.l is a corporation organized under the laws of Luxembourg with principal executive offices in San Francisco, California. Defendant Optimizer Merger Holdings Ltd. is a company organized under the laws of the State of Israel with its headquarters in San Francisco, California. Nominal Defendant ClickSoftware is a corporation incorporated under the laws of the State of Israel with principal executive offices located in Israel.

4. Upon information and belief, based on a reasonable investigation, Plaintiff is a New York citizen. Nominal Defendant, Defendants, the Defendants' partners, and the members of Defendants' partners are not citizens of or domiciled in New York.

5. While ClickSoftware denies that Plaintiff is entitled to any relief whatsoever, based on the allegations in the Complaint and upon information and belief, the amount in controversy exceeds \$75,000, exclusive of interest and costs. Specifically, the Complaint seeks injunctive relief and damages against Defendants that include class damages.

6. Consequently, this is a civil action between citizens of different states and the amount in controversy exceeds \$75,000, exclusive of interests and costs. This is a civil action over which this Court has original jurisdiction under 28 U.S.C. § 1332, and is one that may be removed to this Court by ClickSoftware pursuant to 28 U.S.C. § 1441.

¹ The Complaint defines "Francisco Partners" as Francisco Partners Management, L.P., and is based on a proposed transaction involving ClickSoftware and Francisco Partners Management, L.P. (See Complaint at ¶ 2.) The caption of the Complaint, however, contains a typographical error in that it omits "Management" from Francisco Partners Management, L.P. Because there is not a single allegation against or relating to Francisco Partners, LP, which is only listed in the caption, it should be dismissed from the action. See, e.g., *Brown vs. Allstate Ins. Co.*, 17 F. Supp. 2d 1134, 1137 (S.D. Cal. 1998) (dismissing complaint against certain named defendants on the basis of fraudulent joinder where the complaint did not allege any wrongdoing by such defendants).

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By: /s/
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